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December 8, 2008

RECORDATION NO. 27747 FILED

DEC 08 '08 -5 00 PM

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment of Lease dated 10/6/08 including the following parties and railroad equipment:

Assignor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Assignee: Wells Fargo Equipment Finance, Inc. dba
Midwest Railcar Capital Equipment Company
4949 Autumn Oaks Drive
Maryville, IL 62062


Lessee: Howard Johnson's Enterprises, Inc.

Equipment: 4, 4650 cf Covered Hoppers
MCEX 350338, 350357, 350359, 350360

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Assignment of Lease dated 10/6/08 between Midwest Railcar Corporation as Assignor, Wells Fargo Equipment Finance, Inc. dba Midwest Railcar Capital Equipment Company as Assignee and Howard Johnson's Enterprises, Inc. as Lessee including 4, 4650 cf Covered Hoppers, MCEX 350338, 350357, 350359, 350360.

Sincerely,



Mary Ann Oster
Research Consultant

FROM :

FAX NO. :

Dec. 09 2008 04:56AM P3

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF ASSIGNMENT OF LEASE

between

**MIDWEST RAILCAR CORPORATION
("ASSIGNOR")**

and

**WELLS FARGO EQUIPMENT FINANCE, INC.
D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
("ASSIGNEE")**

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease is hereby entered into as of this 6th day of October, 2008 by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota corporation ("Assignee"), and Midwest Railcar Corporation, an Illinois corporation ("Assignor").

WITNESSETH:

The Assignor hereby assigns, transfers and sets over unto Assignee, all of the Assignor's right, title, interest and obligations in and to the Lease of Four (4) 4650 c.f., 100-ton Covered Hoppers as evidenced by that certain Schedule #1 dated August 13, 2008 between Howard Johnson's Enterprises, Inc. (as "Lessee") and Assignor (as "Lessor"), and any other Exhibits or Schedules thereto (together, the "Lease") and all rents and other sums due thereunder, and all proceeds therefrom with respect to those certain railcars identified on the attached Schedule "A" hereto (the "Railcars"), and all rents, renewal rents, proceeds of settlement for the Railcars which are lost, destroyed or damaged beyond repair and all other sums due and to become due under and pursuant to or by reason of the Lease, including but not limited to, any and all subleases of the Railcars.

Capitalized terms not defined herein shall have the meanings ascribed to them in the Agreement. This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Memorandum of Assignment of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.
d/b/a MIDWEST RAILCAR CAPITAL
EQUIPMENT COMPANY
as Assignee

By: Name: Jacqueline BarraganTitle: AVP

MIDWEST RAILCAR CORPORATION
As Assignor

By: Name: Richard M. MurphyTitle: President & CEO

SCHEDULE "A"
To Memorandum of Assignment of Lease

SCHEDULE OF RAILCARS

Units of Equipment leased to Howard Johnson's Enterprises, Inc.

<u>Unit Count</u>	<u>Reporting Marks and Numbers</u>
1	MCEX 350338
2	MCEX 350357
3	MCEX 350359
4	MCEX 350360

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) ss.

On this 10th day of November 2008, before me personally appeared Reginald Savage to me personally known, who being by me duly sworn, says that he is the VP of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Michael Alex Underwood

My commission expires: 1/31/13



STATE OF Minnesota)
COUNTY OF Hennepin) ss.

On this 18th day of November 2008, before me personally appeared Richard Murphy, to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Mara Schutz

My commission expires: Jan 31, 2010

